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CULTURE LANDMARK INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

CONNECTED TRANSACTION

DISPOSAL OF INTEREST IN CHANCE MUSIC LIMITED

The Vendor, a wholly-owned subsidiary of the Company, entered into the Agreement on 14 February 2014 for the disposal of 60% of the issued share capital of the Target Company to the Purchaser for a total consideration of HK\$9,500,000.

Prior to the Disposal, the Vendor held 60% interests in the Target Company. The Purchaser is a director and substantial shareholder of the Target Company and is therefore a connected person of the Company pursuant to Rule 14A.11(1) of the Listing Rules. The Disposal constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

Since each of the applicable percentage ratios in respect of the Disposal is more than 0.1% but less than 5%, the connected transaction is subject to the reporting and announcement requirements, but is exempt from the independent shareholders' approval requirement under the Listing Rules.

AGREEMENT

Parties:

Vendor: Wave High International Limited, a wholly-owned subsidiary of the Company

Purchaser: Mr. Chan Siu Kei

Target Company: Chance Music Limited

Assets to be disposed of:

Pursuant to the Agreement, the Vendor agreed to dispose of and the Purchaser agreed to acquire the Sale Shares for the Consideration. Prior to the Disposal, the balance of the issued share capital of the Target Company is owned as to 30% thereof by the Purchaser and as to the remaining 10% thereof by Ms. Wong Oi Kwan, Jenny Natalie.

The Target Company is a limited company incorporated in Hong Kong on 12 March 1997. It is principally engaged in entertainment and related business and owns intellectual property rights to lyrics of various songs.

The following is the financial information of the Target Company as extracted from its audited financial statements for the two years ended 31 March 2012 and 31 March 2013, which were prepared in accordance with Hong Kong accounting standards:

| | For the year ended 31 March 2013 Audited (HK\$'000) | For the year ended 31 March 2012 Audited (HK\$'000) |
|------------------------------|--|--|
| Net profit/(loss) before tax | (126) | 200 |
| Net profit/(loss) after tax | (126) | 200 |
| Net asset value | 512 | 638 |

After the Disposal, the Vendor will cease to have any shareholding in the Target Company.

Consideration:

The total consideration for the Disposal is HK\$9,500,000, of which:

- (1) the sum of HK\$8,545,516.80 shall be paid in cash or in any other manner as shall be agreed between the Vendor and the Purchaser within 2 Business Days from completion;
- (2) the remaining balance sum of HK\$954,483.20 to be settled by:
 - (i) the Purchaser assigning his benefits of HK\$715,862.40 in the Collected Fees in favour of the Vendor on completion; and
 - (ii) Ms. Wong Oi Kwan, Jenny Natalie assigning her benefits of HK\$238,620.80 in the Collected Fees in favour of the Vendor on completion.

The consideration for the sale and purchase of the Sale Shares was arrived at after arm's length negotiations and with reference to the net asset value and the business potential of the Target Company.

The terms of the Agreement were arrived at between the parties after arm's length negotiation. The Directors (including the independent non-executive directors) consider that the terms of the Agreement are fair and reasonable and in the interest of the shareholders as a whole. No Director is interested in the transactions under the Agreement and no Director was required to abstain from voting on the board resolutions approving the Disposal.

Based on the audited financial statements of the Target Company as at 31 March 2013, the Disposal is expected to record an estimated gain of approximately HK\$9,200,000 (subject to audit) (i.e being the difference between the Consideration and the net asset value of the Target Company after taking into consideration the interests of non-controlling shareholders).

After the Disposal, the Target Company will cease to be a subsidiary of the Company and its financial results will no longer be consolidated into the financial statements of the Group.

Completion date and payment terms:

The Agreement was completed on 14 February 2014 immediately following the signing of the Agreement, and the sum of HK\$954,483.20 was settled on completion by assignment of the benefits of the total sum of HK\$954,483.20 in favour of the Vendor on completion and the balance of HK\$8,545,516.80 will be settled within 2 Business Days from completion. The Vendor is required only to deliver the completion documents to the Purchaser within 30 days following execution of the Agreement.

Use of proceeds:

The proceeds of the Disposal are intended to be applied for investment as opportunities arise and/or for general working capital of the Group.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group considers the Disposal as an opportunity to generate an immediate cash inflow to the Group from the realization of its investment in the Target Company. Accordingly, the Group may reallocate its resources to other investment opportunities which may generate a better return.

INFORMATION OF THE GROUP

The Group is principally engaged in property development and investment, property sub-leasing business, collection of copyright fees in respect of karaoke music products in PRC, exhibition-related business, restaurant operation and entertainment business.

INFORMATION OF THE PURCHASER

Mr. Chan Siu Kei is a renowned Chinese pop song lyricist and record producer in Hong Kong.

LISTING RULES IMPLICATIONS

Prior to the Disposal, the Vendor held 60% interests in the Target Company. The Purchaser is a director and substantial shareholder of the Target Company and is therefore a connected person of the Company pursuant to Rule 14A.11(1) of the Listing Rules. The Disposal constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

Since each of the applicable percentage ratios in respect of the Disposal is more than 0.1% but less than 5%, the connected transaction is subject to the reporting and announcement requirements, but is exempt from the independent shareholders' approval requirement under the Listing Rules.

In addition, the Group does not have any transaction with the Purchaser which is required to be aggregated with the Disposal under Rules 14.22 or 14A.25 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

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| “Agreement” | the sale and purchase agreement dated 14 February 2014 entered into between the Vendor, the Purchaser and the Target Company in relation to the Disposal |
|-------------|--|

| | |
|------------------------------|---|
| “Board” | the board of Directors |
| “Business Day(s)” | days on which licensed banks in Hong Kong are open for regular business but excluding Saturday |
| “Company” | Culture Landmark Investment Limited (Stock Code: 674), a company incorporated in Bermuda with limited liability and the Shares are listed on the main board of the Stock Exchange |
| “Collected Fees” | licensed fees/royalties collected by 北京天語同聲信息技術有限公司 on behalf of the Target Company from karaoke operators in PRC in the total sum of HK\$2,386,208.00 |
| “connected person(s)” | has the meaning ascribed to this term under the Listing Rules |
| “Consideration” | HK\$9,500,000 |
| “Director(s)” | director(s) of the Company |
| “Disposal” | the disposal of Sale Shares by the Vendor pursuant to the Agreement |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | The Hong Kong Special Administrative Region of PRC |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China excluding Hong Kong, Macau Special Administrative Region and Taiwan |
| “Purchaser” | Mr. Chan Siu Kei |
| “Sale Shares” | 6,000 shares of HK\$1 each in the issued share capital of the Target Company, representing 60% thereof |
| “Share(s)” | ordinary share(s) of HK\$0.05 each in the share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “substantial shareholder(s)” | has the meaning ascribed to this term under the Listing Rules |

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|------------------|---|
| “Target Company” | Chance Music Limited, a limited company incorporated under the laws of Hong Kong |
| “Vendor” | Wave High International Limited, a company incorporated under the laws of British Virgin Islands with limited liability |
| “%” | per cent. |

By Order of the Board
Culture Landmark Investment Limited
Cheng Yang
Chairman

Hong Kong, 14 February 2014

As at the date of this announcement, the executive directors of the Company are Mr. Cheng Yang (the Chairman), Ms. Lei Lei, Mr. Li Weipeng; and the independent non-executive directors are Mr. Tong Jingguo, Mr. Yang Rusheng and Mr. So Tat Keung.